

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BLACKROCK, INC., :
Plaintiff, : 07 Civ. 3183 (PKL)
- against - : ECF CASE
SCHRODERS PLC. : ELECTRONICALLY FILED
Defendant. :
: **AFFIRMATION OF**
: **HARRIS OLINER IN**
: **OPPOSITION TO**
: **DEFENDANT'S MOTION TO**
: **DISMISS**
-----x

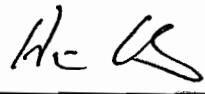
I, Harris Oliner, upon penalty of perjury hereby affirm that:

1. I am an attorney and Senior Counsel and Director in the Legal Department and Assistant Secretary of BlackRock, Inc. I make this affirmation based on my personal knowledge and documentary information.

2. Attached as Exhibit 1 is a true and correct copy of a Resolution (the "Resolution") by the BlackRock, Inc. Board of Directors. The Resolution, among other things, elects Achim Küssner a Managing Director of BlackRock, Inc. and was approved by the BlackRock, Inc. Board of Directors at a meeting of the Board on November 2, 2006.

3. Attached as Exhibit 2 is a true and correct copy of a letter to Mr. Michael Dobson, Chief Executive Officer, Schroders plc from Mr. Robert P. Connolly, General Counsel of BlackRock, Inc. dated March 14, 2007.

4. Attached as Exhibit 3 is a true and correct copy of a letter to Mr. Robert P. Connolly from Mr. Howard Trust, Group General Counsel, Schroders plc dated March 16, 2007.



Harris Oliner

Exhibit 1

Resolutions**Annual Appointment of Officers**

RESOLVED, that the following persons be, and each of them hereby is, elected as executive officers of the Company, to the office set forth opposite their respective names, to serve until their successors are elected and qualified, or until their earlier resignation or removal:

Annual Appointment of Officers

RESOLVED, that the following person be, and each of them herby is, elected as executive officers of the Company, to the office set forth opposite their respective names, to serve until their successors are elected and qualified, or until their earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Laurence Fink	Chairman & Chief Executive Officer
Ralph Schlosstein	President
Keith Anderson	Vice Chairman
Robert Doll	Vice Chairman
Robert Fairbairn	Vice Chairman
Charles Hallac	Vice Chairman
Robert Kapito	Vice Chairman
Barbara Novick	Vice Chairman
Susan Wagner	Vice Chairman and Chief Operating Officer
Steven Buller	Chief Financial Officer and Managing Director
Robert Connolly	General Counsel, Secretary and Managing Director

RESOLVED, that the following persons be, and each of them hereby is, elected to the office set forth opposite their respective names, to serve until their successors are elected and qualified, or until their earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Anne Ackerley	Managing Director
Jay Alexander	Managing Director
Blair Alleman	Managing Director
Scott Amero	Managing Director
Wayne Archambo	Managing Director
Hiroyuki Arita	Managing Director
Paul Audet	Managing Director
Gonzalo Azcoitia	Managing Director
Sacha Bacro	Managing Director
Ian Bailey	Managing Director
Thomas Bain	Managing Director
Lynn Baranski	Managing Director
Kenneth Barbuscio	Managing Director
Nigel Barry	Managing Director

Ara Basil	-	Managing Director
Robert Bass	-	Managing Director
Bartholomew Battista	-	Managing Director and Chief Compliance Officer
Robin Baum	-	Managing Director
Steven Bayly	-	Managing Director
Anson Beard	-	Managing Director
William Bentley	-	Managing Director
Steve Berkley	-	Managing Director
Howard Berkowitz	-	Managing Director
Jodi Berman	-	Managing Director
Michael Bitterly	-	Managing Director
Graham Birch	-	Managing Director
Moshe Blich	-	Managing Director
Catherine Bolz	-	Managing Director
Kevin Booth	-	Managing Director
Alain Bourrier	-	Managing Director
John Brett	-	Managing Director
Randolph Brown	-	Managing Director
Alex Bruce	-	Managing Director
Juan Buendia	-	Managing Director
Juliet Bullick	-	Managing Director
John Burger	-	Managing Director
Donald Burke	-	Managing Director
David Byrket	-	Managing Director
Eileen Byrne	-	Managing Director
Katherine Cahill	-	Managing Director
Thomas Callan	-	Managing Director
Robert Capaldi	-	Managing Director
Laurence Carolan	-	Managing Director
James Carracher	-	Managing Director
Michael Cerminaro	-	Managing Director
Luke Chappell	-	Managing Director
Nicholas Charrington	-	Managing Director
Scott Condron	-	Managing Director
Gavin Corr	-	Managing Director
Joanna Cound	-	Managing Director
Mark Coville	-	Managing Director
Jeffrey Cucunato	-	Managing Director
Rudolph Damm	-	Managing Director
John Davis	-	Managing Director
Richard Davis	-	Managing Director
Lance DeLuca	-	Managing Director
James DesMarais	-	Managing Director and Assistant Secretary
Marc Desmidt	-	Managing Director
Kristen Dickey	-	Managing Director
Robert Dimella	-	Managing Director
Edward Dowd	-	Managing Director
Eileen Dowling	-	Managing Director
Andrew Dyson	-	Managing Director

Ron D'Vari	-	Managing Director
Robert Eaton	-	Managing Director
Catherine Ebert	-	Managing Director
Joseph Feliciani	-	Managing Director and Chief Accounting Officer
Christopher Fellingham	-	Managing Director
Jeffrey Figurelli	-	Managing Director
William Finelli	-	Managing Director
Peter Fisher	-	Managing Director and Chairman of BlackRock Asia
James Edward Fishwick	-	Managing Director
Thomas Fortin	-	Managing Director
Seiichi Fukuyama	-	Managing Director
Henry Gabbay	-	Managing Director
Ramamoorthy Ganesh	-	Managing Director
Jeffrey Gary	-	Managing Director
Frederick Gaskin	-	Managing Director
Paul Gerard	-	Managing Director
Yury Geyman	-	Managing Director
Louis Gitlin	-	Managing Director
Robert Goldstein	-	Managing Director
Bennett Golub	-	Managing Director
Andrew Gordon	-	Managing Director
Frank Gordon	-	Managing Director
John Gee-Grant	-	Managing Director
David Graham	-	Managing Director
Philip Green	-	Managing Director
Michael Griffin	-	Managing Director
Dale Gruen	-	Managing Director
Robert Hagmann	-	Managing Director
Nicholas Hall	-	Managing Director and Assistant Secretary
Evy Hambro	-	Managing Director
Edward Hart	-	Managing Director
Jill Hatton	-	Managing Director
Peter Hayes	-	Managing Director
Robert Hayes	-	Managing Director
Paul Healy	-	Managing Director
Susan Heide	-	Managing Director
William Henderson	-	Managing Director
Frederick Herrmann	-	Managing Director
Zion Hilelly	-	Managing Director
Jeffrey Hiller	-	Managing Director and Assistant Secretary
Mark Himpo	-	Managing Director
Alexander Hoctor-Duncan	-	Managing Director
Richard Hoerner	-	Managing Director
William Hogan	-	Managing Director
Kevin Holt	-	Managing Director
Naoyuki Honda	-	Managing Director
Michael Horvath	-	Managing Director
Herman Howerton	-	Managing Director and Assistant Secretary

Michael Huebsch	-	Managing Director
David Hudson	-	Managing Director
Hugh Hurley III	-	Managing Director
Imran Hussain	-	Managing Director
Theodore Jaeckel, Jr.	-	Managing Director
Kathryn Jonas-Kasanoff	-	Managing Director
Andrew Hunter Johnston	-	Managing Director
Nicola Tracey Jones	-	Managing Director
Agnes Jurinich	-	Managing Director
Carl Kane	-	Managing Director
Gregory Karlen	-	Managing Director
Jonathan Ruck Keene	-	Managing Director
Susan Keller	-	Managing Director
Todd Khoury	-	Managing Director
Brian Kindelan	-	Managing Director and Assistant Secretary
Joseph Kochansky	-	Managing Director
James Kong	-	Managing Director
Todd Kopstein	-	Managing Director
Theodore Koros	-	Managing Director
Andrew Krull	-	Managing Director
Achim Kuessner	-	Managing Director
Richard Kushel	-	Managing Director
Woo Fung Kwong	-	Managing Director
Sheila Lamb	-	Managing Director
Frank Le Feuvre	-	Managing Director
Eileen Leary	-	Managing Director
Carl Lee	-	Managing Director
Reginald Leese	-	Managing Director
Frederich Lieblich	-	Managing Director
James Lillis	-	Managing Director
Jeffrey Lindsey	-	Managing Director
Milan Lint	-	Managing Director
Wui-Ken Liow	-	Managing Director
John Loehr	-	Managing Director
John Loffredo	-	Managing Director
Mark Lyttleton	-	Managing Director
Michael Lustig	-	Managing Director
James Macmillan	-	Managing Director
James Macpherson	-	Managing Director
Russell Maddox	-	Managing Director
Timothy Mahoney	-	Managing Director
Kathy Malitz	-	Managing Director
Michael Marks	-	Managing Director
Matthew Marra	-	Managing Director
Robert Martorelli	-	Managing Director
Felix Mason	-	Managing Director
Ian Mason	-	Managing Director
John Massad	-	Managing Director
Kevin McCafferty	-	Managing Director
John McCauley	-	Managing Director

Susan McDowell	-	Managing Director
James McGinley	-	Managing Director
William McGinley	-	Managing Director
Allan McKenzie	-	Managing Director
Obie McKenzie	-	Managing Director
Nicholas McLeod-Clarke	-	Managing Director
Peter McNally	-	Managing Director
Steven Meise	-	Managing Director
Leen Meijaard	-	Managing Director
Simon Mendelson	-	Managing Director
Lorenz Menrath	-	Managing Director
Darryl Mikami	-	Managing Director
Steve Miller	-	Managing Director
Christopher Milner	-	Managing Director
Susan Mink	-	Managing Director
Denis Molleur	-	Managing Director and Assistant Secretary
Plamen Monovski	-	Managing Director
John Moran	-	Managing Director
Richard Moreno	-	Managing Director
Albert Morillo	-	Managing Director
Matthew Mosca	-	Managing Director
Edward Ng	-	Managing Director
John Nichols	-	Managing Director
Katherine O'Connor	-	Managing Director
Walter O'Connor	-	Managing Director
Douglas Oare	-	Managing Director
Patrick Olson	-	Managing Director
Naoya Orime	-	Managing Director
Maurice O'Shannassy	-	Managing Director
Brian Ostrowe	-	Managing Director
Mark Paltrowitz	-	Managing Director
Diane Parish	-	Managing Director
Edward Park	-	Managing Director
Morris Pearl	-	Managing Director
Eric Pellicciaro	-	Managing Director
David Peng	-	Managing Director
Glenn Perillo	-	Managing Director
Bradley Perkins	-	Managing Director
Andrew Phillips	-	Managing Director
Richard Plackett	-	Managing Director
Francis Porcelli	-	Managing Director
Quintin Price	-	Managing Director
Charles Prideaux	-	Managing Director
Gerald Pucci	-	Managing Director
Michael Pungello	-	Managing Director
Winnie Pun Wing Nin	-	Managing Director
Chetlur Ragavan	-	Managing Director
Robert Redmond	-	Managing Director
Kevin Rendino	-	Managing Director
Daniel Rice	-	Managing Director

Christopher Rimmer	-	Managing Director
Jean Rosenbaum	-	Managing Director
David Rosenblatt	-	Managing Director
Heinz Rothacher	-	Managing Director
Richard Royds	-	Managing Director
John Rushen	-	Managing Director
Michael Saliba	-	Managing Director
Kurt Schansinger	-	Managing Director
Brian Schmidt	-	Managing Director
Jordan Schreiber	-	Managing Director
James Schwartz	-	Managing Director
Peter Schwartzman	-	Managing Director
Michelle Scrimgeour	-	Managing Director
Daniel Sefcik	-	Managing Director
Grace Sette	-	Managing Director
Palvi Shah	-	Managing Director
Douglas Shaw	-	Managing Director
Richard Shea	-	Managing Director
Robert Shearer	-	Managing Director
Irwin Sheer	-	Managing Director
Brenda Sklar	-	Managing Director
Thomas Skrobe	-	Managing Director
Maarten Slendebroek	-	Managing Director
Barry Smith	-	Managing Director
Stuart Spodek	-	Managing Director
David Stanistreet	-	Managing Director
Robert Stanley	-	Managing Director
Dennis Stattman	-	Managing Director
Christopher Stavrakos	-	Managing Director
Russell Steenberg	-	Managing Director
Robert Stein	-	Managing Director
Mark Steinberg	-	Managing Director
Edward Stevens	-	Managing Director
Ryan Stork	-	Managing Director
James Stratford	-	Managing Director and Assistant Secretary
Archie Struthers	-	Managing Director
Joseph Sutka	-	Managing Director
Howard Surloff	-	Managing Director and Assistant Secretary
Peter Swarbreck	-	Managing Director
Stephen Switzky	-	Managing Director
Cheryl Sylwester	-	Managing Director
Hiroshi Tateda	-	Managing Director
Scott Thiel	-	Managing Director
Vincent Tritto	-	Managing Director and Assistant Secretary
Edward Troughton	-	Managing Director
Hugo Tudor	-	Managing Director
Richard Turnill	-	Managing Director
Richard Urwin	-	Managing Director
Sanjay Vatsa	-	Managing Director
Peter Vaughan	-	Managing Director and Assistant Secretary

Richard Vella	-	Managing Director
Andrea Vigano	-	Managing Director
Roland Villacorta	-	Managing Director
Douglas Waggoner	-	Managing Director
Neil Wagner	-	Managing Director
Paul Walker-Duncalf	-	Managing Director
Denis Walsh	-	Managing Director
Daniel Waltcher	-	Managing Director and Assistant Secretary
Mark Warner	-	Managing Director
Robert Wartell	-	Managing Director
Ewen Cameron Watt	-	Managing Director
Alfred Weinberger	-	Managing Director
Elizabeth Westvold	-	Managing Director
Mark Wiedman	-	Managing Director
Mark Williams	-	Managing Director
Karen Winter	-	Managing Director
Guy Wynter	-	Managing Director
Hongying Xie	-	Managing Director
Kishore Yalamanchili	-	Managing Director
Sree Yerneni	-	Managing Director
Andrew Yorks	-	Managing Director
Barry Ziering	-	Managing Director
Paul Zimmerman	-	Managing Director
Ronald Zuzack	-	Managing Director
Edward Baer	-	Director and Assistant Secretary
John Blevins	-	Director and Assistant Secretary
Armando Gochuico	-	Director and Treasurer
Paul Greenberg	-	Director
Steven Hurwitz	-	Director and Assistant Secretary
Jeremy Litt	-	Director and Assistant Secretary
Russell McGranahan	-	Director and Assistant Secretary
Harris Oliner	-	Director and Assistant Secretary
Peter Pisapia	-	Director and Assistant Secretary
Alice Pellegrino	-	Director and Assistant Secretary
Robert Putney, III	-	Director and Assistant Secretary
Sam Riter	-	Director
Arthur Rublin	-	Director and Assistant Secretary
Peter Swetz	-	Director
Robert Weiss	-	Director and Assistant Secretary

RESOLVED, that all persons whose titles are subordinate to Managing Director may from time to time be appointed by the Chairman and Chief Executive Officer.

Exhibit 2



Robert P. Connolly
Managing Director and General Counsel
40 East 52nd Street
New York, NY 10022
212-810-3743
robert.connolly@blackrock.com

Via DHL Express

March 14, 2007

Michael Dobson
Chief Executive Officer
Schroders plc
31 Gresham Street
London EC2V 7QA
United Kingdom

Re: Recent Developments in Germany

Dear Mr. Dobson,

As our Chairman, Larry Fink, has expressed to you earlier this week, BlackRock takes the recent developments and activities of Schroders in Germany very seriously. The announcement by Achim Küssner and his team to leave BlackRock and the announcement by Schroder Investment Management GmbH to hire him constitute strong indications, to say the least, that Achim Küssner and others have violated their obligations under their contractual arrangements with BlackRock.

In addition to other statutory and contractual obligations, the employees of BlackRock are prohibited from inducing, soliciting and enticing other BlackRock employees to leave their employment with BlackRock. Further, they may not participate in or procure any person to leave such employment. Any violations of these obligations could cause significant damages to BlackRock for which the acting employees should expect to become liable.

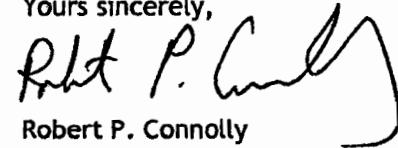
Should Schroders have assisted or abetted any BlackRock employees in their violation of contractual obligations towards BlackRock, Schroders itself would be liable to BlackRock for damages. Depending on the circumstances, the acting individuals could also have committed criminal offenses and become subject to criminal procedures in Germany.

In addition to the above obligation in regard to other employees, BlackRock employees are prohibited from competing with BlackRock as long as they are employees and may not call on, interfere with, solicit or assist in soliciting business from BlackRock clients with whom they have had personal contact or dealings during the last year prior to termination of their employment. Strict confidentiality obligations as to BlackRock business and trade secrets exist.

We ask you to confirm to what extent Schroders has been involved in a breach of contractual obligations by our employees in Germany, as described above. Further, we expect that, going forward, Schroders does not participate in, aid or support any violation by present or former BlackRock employees of their obligations toward BlackRock.

Please let me know if you have any questions or would like to discuss any of the above in further detail.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Robert P. Connolly".

Robert P. Connolly

Exhibit 3

Schroders plc
31 Gresham Street London EC2V 7QA



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howard.trust@schroders.com

Howard Trust
Group General Counsel

Mr R P Connolly
Management Director and General Counsel
BlackRock
40 East 52nd Street
New York
NY 10022

MAR 26 2007

16 March 2007

Dear Mr Connolly

Thank you for your letter of 14 March addressed to Michael Dobson. I do not see that the events described amount to an indication that there has been any wrongdoing and we are not aware that any has taken place.

Yours sincerely

H B W

CERTIFICATE OF SERVICE

The undersigned, an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on May 16, 2007, I caused a true copy of the foregoing

- *Plaintiff Blackrock, Inc.'s Memorandum of Law in Opposition to Defendant's Motion to Dismiss;*
- *Supplemental Affirmation of Jay S. Berke in Opposition to Motion to Dismiss, dated, May 15, 2007;*
- *Affirmation of Harris Oliner in Opposition to Defendant's Motion to Dismiss, dated May 15, 2007;*
- *Affidavit of J. Richard Kushel in Opposition to Defendant's Motion to Dismiss, dated May 15, 2007; and*
- *Compendium of Unreported Decisions Cited in Plaintiff Blackrock, Inc.'s Memorandum of Law in Opposition to Defendant's Motion to Dismiss*

to be served by hand delivery upon

Frederick A. Brodie, Esq.
Pillsbury Winthrop Shaw Pittman LLP
1540 Broadway
New York, NY 10036

Dated: New York, New York
May 16, 2007


Steven Ray Katzenstein (SK7599)